Annexure 1A

QUESS
WINNING TOGETHER

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF QUESS CORP LIMITED ("COMPANY") AT ITS MEETING HELD ON FRIDAY, THE 16th DAY OF FEBRUARY, 2024 AT ITS REGISTERED OFFICE AT 3/3/2, SARJAPUR MAIN ROAD, BELLANDUR GATE, BANGALORE 560103.

To consider and approve the proposal of the draft composite scheme of arrangement between Quess Corp Limited ("**Demerged Company**"), Digitide Solutions Limited ("**Resulting Company 1**") and Bluspring Enterprises Limited ("**Resulting Company 2**") and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Act (*defined below*) ("**Scheme**").

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended or re-enacted from time to time ("**Act**"), the master circular bearing no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 '*Master Circular on (i) Scheme of Arrangement by Listed Entities and (ii) Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957*' dated June 20, 2023, as amended from time to time or any other circulars issued by the Securities and Exchange Board of India ("**SEBI**") prescribing the compliance requirements for schemes of arrangement involving listed companies, in each case, as amended from time to time, (collectively, the "**SEBI Scheme Circular**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Section 2(19AA) and other relevant provisions of the Income-tax Act, 1961, and in accordance with the provisions of the memorandum of association and articles of association of Quess Corp Limited ("**Demerged Company**"), and subject to *inter alia* (i) receipt of observation or no-objection letters from BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**" collectively with the BSE, the "**Stock Exchanges**") and SEBI, as may be required, (ii) the sanction by the National Company Law Tribunal, Bengaluru Bench ("**Tribunal**"), (iii) the approval of the shareholders, creditors and other classes of persons, as may be required, of the Companies (*as defined below*), (iv) such other approvals, consents, permissions, and/ or sanctions of any appropriate authority, body or institution, as may be required, and (v) such terms and conditions and modification(s), as may be imposed, prescribed or suggested by the appropriate statutory authorities, and based on the recommendations of the audit committee and the committee of the independent directors of the Company *vide* their respective reports dated February 16, 2024 ("**Audit Committee Report**") and ("**Committee of Independent Directors' Report**"), the draft composite scheme of arrangement between the Demerged Company, Digitide Solutions Limited ("**Resulting Company 1**") and Bluspring Enterprises Limited ("**Resulting Company 2**", and together with Resulting Company 1, the "**Resulting Companies**" and the Resulting Companies, together with the Demerged Company shall be referred to as the "**Companies**") and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Act ("**Scheme**"), placed before the board of directors of the Demerged Company ("**Board**") and initialed by the Company Secretary for the purpose of identification, be and is hereby accepted and approved, which provides *inter alia* for the following:

(a) the demerger of Demerged Undertaking 1 (*as defined in the Scheme*) (comprising of the Transferred Business 1 (*as defined in the Scheme*)) into Resulting Company 1 and in consideration, the consequent issuance of equity shares by Resulting Company 1 to all the equity shareholders of the Demerged Company in accordance with the Share Entitlement Ratio 1 (*as defined below*); and

(b) the demerger of Demerged Undertaking 2 (*as defined in the Scheme*) (comprising of the Transferred Business 2 (*as defined in the Scheme*)) into Resulting Company 2 and in consideration, the consequent issuance of equity shares by Resulting Company 2 to all the equity shareholders of the Demerged Company in accordance with the Share Entitlement Ratio 2 (*as defined below*).

RESOLVED FURTHER THAT the certificate dated February 16, 2024 of M/s. Deloitte Haskins & Sells LLP (Firm No. 117366W/W-100018), the Statutory Auditors of the Demerged Company, confirming that the accounting treatment specified in the Scheme is in accordance with the applicable accounting standards prescribed under Section 133 of the Act, and undertaking dated February 16, 2024 given by the Company as

prescribed under Paragraph (A) (10) (c) of Part I of the SEBI Scheme Circular stating the reasons for non-applicability of Paragraph (A) (10) (b) along with the certificate dated February 16, 2024 from M/s. Deloitte Haskins & Sells LLP, Statutory Auditor of the Company, certifying the said undertaking ("**Auditor's Certificate under Paragraph (A) (10) (c)**"), placed before the Board and initialed by the Chairman, be and is hereby approved.

RESOLVED FURTHER THAT the appointment of M/s Bansi S. Mehta Valuers LLP, Registered Valuer registered with the Insolvency and Bankruptcy Board of India (***IBBI Registration Number: IBBI/RV–E/06/2022/172***) as a valuer for the purpose of determining the Share Entitlement Ratio 1 and Share Entitlement Ratio 2 in connection with the proposed Scheme, be and is hereby ratified, and the share entitlement ratio report dated [February 16, 2024] ("**Share Entitlement Ratio Report**") submitted by the aforesaid valuer placed before the Board and initialed by the Chairman, be and is hereby approved and adopted.

RESOLVED FURTHER THAT the appointment of M/s RBSA Capital Advisors LLP, a Category I Merchant Banker registered with SEBI for providing fairness opinion on the valuation carried out by M/s Bansi S. Mehta Valuers LLP, Registered Valuer registered with the Insolvency and Bankruptcy Board of India (***IBBI Registration Number: IBBI/RV–E/06/2022/172***) in the Share Entitlement Ratio Report i.e., with respect to the Share Entitlement Ratio 1 and Share Entitlement Ratio 2, be and is hereby ratified and the fairness opinion dated February 16, 2024 ("**Fairness Opinion**") submitted by the aforesaid merchant banker placed before the Board and initialed by the Chairman, be and is hereby approved and adopted.

RESOLVED FURTHER THAT the Audit Committee Report recommending the draft Scheme, taking into consideration, *inter-alia*, the Share Entitlement Ratio Report as placed before the Board and initialed by the Chairman, be and is hereby approved.

RESOLVED FURTHER THAT the Committee of Independent Directors' Report recommending the draft Scheme, taking into consideration, *inter-alia*, the Share Entitlement Ratio Report and that the Scheme is not detrimental to the interest of shareholders of the Demerged Company, as placed before the Board and initialed by the Chairman, be and is hereby approved.

RESOLVED FURTHER THAT the Board furnishes a report explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the Share Entitlement Ratio 1 and Share Entitlement Ratio 2 and specifying the valuation difficulties, if any, as required to be annexed to the notice and explanatory statement as per Section 232(2) of the Act, submitted before the meeting, duly initialed by the Chairman ("**Board Report**"), which is hereby approved and adopted, and any member of the Board be and is hereby authorised to sign such report for submission to any person as may be required.

RESOLVED FURTHER THAT for the purposes of the Scheme, having considered, *inter alia*, (i) the recommendations of the audit committee and the committee of independent directors *vide* the Audit Committee Report and the Committee of Independent Directors' Report, respectively; (ii) the Share Entitlement Ratio Report; (iii) Auditor's Certificate under Paragraph (A) (10) (c); and (iv) the Fairness Opinion, the Board does hereby approve the Share Entitlement Ratio 1 and Share Entitlement Ratio 2 in respect of the demerger of Demerged Undertaking 1, comprising of Transferred Business 1 of the Demerged Company into Resulting Company 1, and demerger of the Demerged Undertaking 2, comprising of Transferred Business 2 of the Demerged Company into Resulting Company 2, respectively each as defined below:

(a) "*For every 1 (one) equity share of face and paid-up value of Rs 10/- (Indian Rupees Ten only) each held in the Demerged Company, 1 (one) equity share of face and paid-up value of Rs. 10/- (Indian Rupees Ten only) each of Resulting Company 1 to be issued to the equity shareholders of the Demerged Company.*" ("**Share Entitlement Ratio 1**"); and

(b)"*For every 1 (one) equity share of face and paid-up value of Rs 10/- (Indian Rupees Ten only) each held in the Demerged Company, 1 (one) equity share of face and paid-up value of Rs. 10/- (Indian Rupees Ten only) each of Resulting Company 2 to be issued to the equity shareholders of the Demerged Company.*" ("**Share Entitlement Ratio 2**").

RESOLVED FURTHER THAT in the opinion of the Board, the Scheme will be of advantage and be beneficial to the shareholders and other stakeholders of the Demerged Company, and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT BSE be and is hereby chosen as the designated stock exchange for the purpose of coordinating with SEBI for obtaining approval of SEBI for the Scheme in accordance with the Listing Regulations, the SEBI Scheme Circular and any other applicable law.

RESOLVED FURTHER THAT Mr. Guruprasad Srinivasan, Executive Director & Group CEO, Mr. Kamal Pal Hoda, Group Chief Financial Officer, Mr. Neeraj Manchanda, Vice President, Corporate Counsel and Mr. Kundan K. Lal, Company Secretary and Compliance Officer of the Demerged Company ("**Authorized Signatories**") be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the said Scheme and to carry out such alterations in the said Scheme and assent or consent to such conditions as may be imposed by the shareholders and/or creditors of the Demerged Company and/or the Tribunal and/or other regulatory authorities, while sanctioning the said Scheme.

RESOLVED FURTHER THAT the Authorized Signatories of the Demerged Company be and are hereby severally authorized to take all necessary steps in the name of and on behalf of the Demerged Company in relation to the Scheme, including:

(a) To finalize and settle the draft Scheme, draft of the notices for convening/ dispensing with the meetings of the shareholders and/or creditors of the Demerged Company and the draft of the explanatory statements under Sections 230 to 232 and other applicable provisions under the Act, in terms of the directions of the Tribunal, and under the Listing Regulations and SEBI Scheme Circular, in terms of the directions of SEBI, and assent to such alterations, conditions and modifications, if any, to the Scheme as may be prescribed or imposed by the Tribunal and/or SEBI or as they may consider necessary or desirable to give effect to the Scheme;

(b) To make such alterations and changes in the draft Scheme, as may be expedient or necessary or for satisfying the conditions/requirements imposed by the Tribunal, Stock Exchanges, SEBI and/or any other statutory/regulatory authorities, as may be required, provided that prior approval of the Board shall be obtained for making any material changes in the said draft Scheme as approved in this meeting;

(c) To take steps for settlement of all doubts, difficulties or questions arising under the Scheme, whether by reason of any orders of the Tribunal or of any directive or orders of any statutory/regulatory authorities, under/ by virtue of the Scheme in relation to the arrangement contemplated in the Scheme and/ or matters concerning or connected therewith or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith, or to determine whether any asset, liability, employee, legal or other proceedings form part of Demerged Undertaking 1, Demerged Undertaking 2 or the Remaining Undertaking, as applicable, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those to the extent permissible under applicable law;

(d) To verify, sign, authenticate, deal, swear, affirm, declare, certify, make, enter into, acknowledge, undertake, record, and execute all applications, petitions, affidavits, vakalatnamas, forms, undertakings, resolutions,

any instrument, proceeding, record and any other documents/submissions of the Demerged Company relating to the Scheme or as may be usual, necessary, proper or expedient under the applicable laws/regulations, including regulations prescribed by SEBI or under the Act in relation to the aforesaid matter and to represent the Demerged Company in all correspondences, matters and proceedings of any nature whatsoever in relation to the above;

(e) To sign and execute the report referred to under Section 232(2)(c) of the Act explaining the effect of the compromise on the key managerial personnel, promoter and non-promoter shareholders;

(f) For filing of application and holding/seeking dispensation from holding meeting of the shareholders and/ or creditors of the Demerged Company, as may be required to give effect to the Scheme, and as directed by the Tribunal;

(g) For conducting the meeting of the shareholders and/or creditors of the Demerged Company as directed by the Tribunal, signing and sending the notices and carry out all such other activities in relation to the meeting, if the same is not dispensed by the Tribunal;

(h) To form, wherever required, an irrevocable determinate trust under the Indian Trusts Act, 1882 for the purposes of holding any assets, liabilities, shares in case of fractional share entitlements or any other purpose pursuant to the Scheme;

(i) For filing of petition for sanction of the Scheme;

(j) To make appropriate applications, petitions and appeals to the competent authorities for obtaining approval(s) including in-principle approval(s) from such other authorities and parties including the statutory authorities, creditors, lenders, Tribunal, Stock Exchanges, financial institutions, shareholders, agencies, depositories, entities, etc. as may be considered necessary to the Scheme;

(k) For filing necessary deeds, documents, papers and submit or cause to be submitted necessary explanations, clarifications and submissions before the Regional Director, Registrar of Companies, Bangalore, Official Liquidator, Income-tax Department, Stock Exchanges, Competition Commission of India, Reserve Bank of India, Ministry of Corporate Affairs, SEBI and other authorities, as may be applicable and as and when required;

(l) For appointment of any consultants, advocates, counsel, merchant bankers, valuers, auditors, registrar, scrutinizers, Company Secretary, Chartered Accountant and other professional, as may be required from time to time in relation to or in connection with the Scheme, on such terms and conditions as they may deem fit, finalize their fees, terms and conditions of their appointment or engagement, issue appointment letter(s), furnish such information as may be required by them and also to sign, execute and deliver all documents, letters, advertisements, announcements, disclosures, affidavits, undertakings and other related documents in favour of the concerned authorities, advocates or any one or more persons or firms as they may deem fit and to do all such acts, deeds and things as they may deem fit and as may be necessary in this regard;

(m) To declare and file all pleadings, reports and sign and issue public advertisements and notices as may required to give effect to the Scheme;

(n) For authorizing any person to represent the Demerged Company before the Registrar of Companies, Bangalore, Regional Director, Official Liquidator, the Tribunal and any other statutory authority, as and when required;

(o) To sign and issue consent letters/ affidavits in the capacity of a shareholder and/or creditor, with regard to the Scheme;

(p) To obtain copy of the order sanctioning the Scheme and filing it with the Registrar of Companies;

(q) To assent to and approve any alteration or modification to the Scheme which the Tribunal and/or any other regulatory/governmental authority or shareholder(s) or creditor(s) or any other competent authority may require or suggest or deem fit to impose or which such authorized person may otherwise deem necessary;

(r) To approve withdrawal (and where applicable, re-filing) of the Scheme at any stage in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, Tribunal and/or any other authority, are in its view not acceptable to the Demerged Company, and/or if the Scheme cannot be implemented otherwise, including to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory/ regulatory authority or as may be suo moto decided by the Board in its absolute discretion;

(s) To affix the common seal of the Demerged Company, if any, on such agreements, undertakings, deeds, documents, writings, etc., as may be required, (including on any modifications or amendments thereto as may be required from time to time), in connection with the purpose of the above resolutions, as may be required;

(t) To communicate with the depositories and enter into any documents/ applications/ papers as may be required to give effect to the Scheme and do such other things as may be required in this behalf;

(u) To incur, pay or authorize payments of stamp duty, taxes, charges, fees and such other expenses as may be necessary with regard to the above;

(v) To accept service of notices or other processes, which may from time to time be issued in connection with the matter aforesaid;

(w) To file requisite e-forms with the relevant Registrar of Companies in connection with the Scheme;

(x) To suitably inform, apply and/or represent before the central and/or state government(s) and/or local authorities, including but not limited to the sub-registrar of assurances, customs authorities, excise authorities, income tax authorities, goods and services tax authorities, employees' state insurance and provident fund authorities, telephone authorities, electricity authorities, postal authorities, and all other applicable authorities, agencies, etc., and/or to represent the Demerged Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns, memoranda, undertakings, declarations, deeds or documents and to take all required necessary steps and actions from time to time in the above connection, including registration of documents with the concerned sub-registrar of assurances;

(y) To consider, approve, sign and execute all other documents, advertisements, announcements, disclosures, etc. which may be sent/ required to be sent to the concerned authorities on behalf of the Demerged Company;

(z) To delegate all or any of the powers as contemplated aforesaid, as and when required, to any committee, officer, employee, consultant or any other person or agency, as they may deem fit, by way of letter of authority or power of attorney or otherwise;

(aa) To authorize the officers of the Demerged Company and/or any other persons to discuss, negotiate, finalize, execute, sign, submit and file all required documents, deeds of assignment/conveyance and any other deeds,

documents, schemes, agreements, forms, returns, applications, letters, etc. including any modifications thereto, whether or not under the common seal of the Demerged Company, as may be required from time to time, and to do all such acts, deeds, matters and things as they may deem necessary and expedient at their absolute discretion in the above matters without any further approval of the Board; and

(bb) To do all such acts, deeds, matters and things, including the modification of the Scheme, whatsoever, as may be necessary and proper to give effect to the above resolutions.

RESOLVED FURTHER THAT without affecting the generality of the authorities given and in addition to the authorities given by the Board to the Authorized Signatories elsewhere in these resolutions, the Board hereby authorizes the constitution of a committee to be called the Demerger Committee comprising of Chairman of the Company, Chairman of Audit Committee and Executive Director & Group CEO, which committee shall be authorized to take all such actions and shall have all such authorities as have been given to the Authorized Signatories and as shall be required to give effect to the transactions contemplated elsewhere in these resolutions.

RESOLVED FURTHER THAT without affecting the generality of the authorities given and in addition to the authorities given by the Board to the Authorized Signatories and to the committee elsewhere in these resolutions, the Board hereby authorizes the Authorized Signatories acting jointly, to *inter alia* fix the Record Date (*as defined in the Scheme*) and declare effectiveness of the Scheme.

RESOLVED FURTHER THAT the Authorized Signatories of the Demerged Company be and are hereby severally authorized to file the draft Scheme with the Stock Exchanges and make appropriate disclosures as may be required under the SEBI Scheme Circular and other applicable laws.

RESOLVED FURTHER THAT any action already taken by the abovementioned Directors/ Authorised Signatories and/or officers of the Demerged Company in relation to appointment of advisors, valuers, auditors, accountants, merchant bankers, escrow agent and such other entity(ies) for the Scheme be and is hereby approved and ratified.

RESOLVED FURTHER THAT any Director or Company Secretary of the Demerged Company be and are hereby severally authorized to give certified copies of the above resolutions."

//Certified True Copy//

For Quess Corp Limited

Kundan K Lal
Company Secretary and Compliance Officer

Annexure B

digitide

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF DIGITIDE SOLUTIONS LIMITED ("COMPANY") AT ITS MEETING HELD ON SUNDAY, THE 25th DAY OF FEBRUARY, 2024 AT ITS REGISTERED OFFICE AT 3/3/2, SARJAPUR MAIN ROAD, BELLANDUR GATE, BANGALORE 560103.

To consider and approve the proposal of the draft composite scheme of arrangement between Quess Corp Limited ("**Demerged Company**"), Digitide Solutions Limited ("**Company**" or "**Resulting Company 1**") and Bluspring Enterprises Limited ("**Resulting Company 2**") and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Act (*defined below*) ("**Scheme**").

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended or re-enacted from time to time ("**Act**"), the master circular bearing no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 '*Master Circular on (i) Scheme of Arrangement by Listed Entities and (ii) Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957*' dated June 20, 2023, as amended from time to time or any other circulars issued by the Securities and Exchange Board of India ("**SEBI**") prescribing the compliance requirements for schemes of arrangement involving listed companies, in each case, as amended from time to time, (collectively, the "**SEBI Scheme Circular**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Section 2(19AA) and other relevant provisions of the Income-tax Act, 1961, and in accordance with the provisions of the memorandum of association and articles of association of Digitide Solutions Limited ("**Company**" or "**Resulting Company 1**"), and subject to *inter alia* (i) receipt of observation or no-objection letters from BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**" collectively with the BSE, the "**Stock Exchanges**") and SEBI, as may be required, (ii) the sanction by the National Company Law Tribunal, Bengaluru Bench ("**Tribunal**"), (iii) the approval of the shareholders, creditors and other classes of persons, as may be required, of the Companies (*as defined below*), (iv) such other approvals, consents, permissions, and/ or sanctions of any appropriate authority, body or institution, as may be required, and (v) such terms and conditions and modification(s), as may be imposed, prescribed or suggested by the appropriate statutory authorities, the draft composite scheme of arrangement between the Demerged Company, Company and Bluspring Enterprises Limited ("**Resulting Company 2**", and together with Resulting Company 1, the "**Resulting Companies**" and the Resulting Companies, together with the Demerged Company shall be referred to as the "**Companies**") and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Act ("**Scheme**"), placed before the board of directors of the Company ("**Board**") and initialed by the chairman for the purpose of identification, be and is hereby accepted and approved, which provides *inter alia* for the following:

(a) the demerger of Demerged Undertaking 1 (*as defined in the Scheme*) (comprising of the Transferred Business 1 (*as defined in the Scheme*)) into Resulting Company 1 and in consideration, the consequent issuance of equity shares by Resulting Company 1 to all the equity shareholders of the Demerged Company in accordance with the Share Entitlement Ratio 1 (*as defined below*); and

(b) the demerger of Demerged Undertaking 2 (*as defined in the Scheme*) (comprising of the Transferred Business 2 (*as defined in the Scheme*)) into Resulting Company 2 and in consideration, the consequent issuance of equity shares by Resulting Company 2 to all the equity shareholders of the Demerged Company in accordance with the Share Entitlement Ratio 2 (*as defined below*),

RESOLVED FURTHER THAT the certificate dated February 25, 2024 of M/s. Deloitte Haskins & Sells LLP (Firm No. 117366W/W-100018), the Statutory Auditors of the Demerged Company, confirming that the accounting treatment specified in the Scheme is in accordance with the applicable accounting standards prescribed under Section 133 of the Act, placed before the Board and initialed by the Chairman, be and is hereby approved.

Digitide Solutions Limited

RESOLVED FURTHER THAT the appointment of M/s Bansi S. Mehta Valuers LLP, Registered Valuer registered with the Insolvency and Bankruptcy Board of India (***IBBI Registration Number: IBBI/RV-E/06/2022/172***) as a valuer for the purpose of determining the Share Entitlement Ratio 1 and Share Entitlement Ratio 2 in connection with the proposed Scheme, be and is hereby ratified, and the share entitlement ratio report dated February 16, 2024 ("**Share Entitlement Ratio Report**") submitted by the aforesaid valuer placed before the Board and initialed by the chairman, be and is hereby approved and adopted.

RESOLVED FURTHER THAT the Board furnishes a report explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the Share Entitlement Ratio 1 and Share Entitlement Ratio 2 and specifying the valuation difficulties, if any, as required to be annexed to the notice and explanatory statement as per Section 232(2) of the Act, submitted before the meeting, duly initialed by the chairman ("**Board Report**"), which is hereby approved and adopted, and any member of the Board be and is hereby authorised to sign such report for submission to any person as may be required.

RESOLVED FURTHER THAT for the purposes of the Scheme, having considered, *inter alia*, the Share Entitlement Ratio Report, the Board does hereby approve the Share Entitlement Ratio 1 in respect of the demerger of Demerged Undertaking 1, comprising of Transferred Business 1 of the Demerged Company into Resulting Company 1, as defined below:

> "*For every 1 (one) equity share of face and paid-up value of Rs 10/- (Indian Rupees Ten only) each held in the Demerged Company, 1 (one) equity share of face and paid-up value of Rs. 10/- (Indian Rupees Ten only) each of Resulting Company 1 to be issued to the equity shareholders of the Demerged Company.*" ("**Share Entitlement Ratio 1**")

RESOLVED FURTHER THAT in the opinion of the Board, the Scheme will be of advantage and be beneficial to the shareholders and other stakeholders of the Company, and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT Mr. Guruprasad Srinivasan, Mr. Kamal Pal Hoda, Ms. Ruchi Ahluwalia, Directors of the Company, Mr. Neeraj Manchanda, and Mr. Kundan K. Lal, Authorised Signatories of the Company ("**Authorized Signatories**") be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the said Scheme and to carry out such alterations in the said Scheme and assent or consent to such conditions as may be imposed by the shareholders and/or creditors of the Company and/or the Tribunal and/or other regulatory authorities, while sanctioning the said Scheme.

RESOLVED FURTHER THAT the Authorized Signatories of the Company be and are hereby severally authorized to take all necessary steps in the name of and on behalf of the Company in relation to the Scheme, including:

(a) To finalize and settle the draft Scheme, draft of the notices for convening/ dispensing with the meetings of the shareholders and/or creditors of the Company and the draft of the explanatory statements under Sections 230 to 232 and other applicable provisions under the Act, in terms of the directions of the Tribunal, and under the Listing Regulations and SEBI Scheme Circular, in terms of the directions of SEBI, in each case, to the extent applicable, and assent to such alterations, conditions and modifications, if any, to the Scheme as may be prescribed or imposed by the Tribunal and/or SEBI, as may be applicable or as they may consider necessary or desirable to give effect to the Scheme;

(b) To make such alterations and changes in the draft Scheme, as may be expedient or necessary or for satisfying the conditions/requirements imposed by the Tribunal, Stock Exchanges, SEBI and/or any other statutory/regulatory authorities, as may be required, provided that prior approval of the Board shall be obtained for making any material changes in the said draft Scheme as approved in this meeting;

Digitide Solutions Limited

(c) To take steps for settlement of all doubts, difficulties or questions arising under the Scheme, whether by reason of any orders of the Tribunal or of any directive or orders of any statutory/regulatory authorities, under/ by virtue of the Scheme in relation to the arrangement contemplated in the Scheme and/ or matters concerning or connected therewith or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith, or to determine whether any asset, liability, employee, legal or other proceedings form part of Demerged Undertaking 1 or the Remaining Undertaking, as applicable, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those to the extent permissible under applicable law;

(d) To verify, sign, authenticate, deal, swear, affirm, declare, certify, make, enter into, acknowledge, undertake, record, and execute all applications, petitions, affidavits, vakalatnamas, forms, undertakings, resolutions, any instrument, proceeding, record and any other documents/submissions of the Company relating to the Scheme or as may be usual, necessary, proper or expedient under the applicable laws/regulations, including regulations prescribed by SEBI or under the Act in relation to the aforesaid matter and to represent the Company in all correspondences, matters and proceedings of any nature whatsoever in relation to the above;

(e) To sign and execute the report referred to under Section 232(2)(c) of the Act explaining the effect of the compromise on the key managerial personnel, promoter and non-promoter shareholders;

(f) For filing of application and holding/seeking dispensation from holding meeting of the shareholders and/ or creditors of the Company, as may be required to give effect to the Scheme, and as directed by the Tribunal;

(g) For conducting the meeting of the shareholders and/or creditors of the Company as directed by the Tribunal, signing and sending the notices and carry out all such other activities in relation to the meeting, if the same is not dispensed by the Tribunal;

(h) To form, wherever required, an irrevocable determinate trust under the Indian Trusts Act, 1882 for the purposes of holding any assets, liabilities, shares in case of fractional share entitlements or any other purpose pursuant to the Scheme;

(i) For filing of petition for sanction of the Scheme;

(j) To make appropriate applications, petitions and appeals to the competent authorities for obtaining approval(s) including in-principle approval(s) from such other authorities and parties including the statutory authorities, creditors, lenders, Tribunal, Stock Exchanges, financial institutions, shareholders, agencies, depositories, entities, etc. as may be considered necessary to the Scheme;

(k) For filing necessary deeds, documents, papers and submit or cause to be submitted necessary explanations, clarifications and submissions before the Regional Director, Registrar of Companies, Bangalore, Official Liquidator, Income-tax Department, Stock Exchanges, Competition Commission of India, Reserve Bank of India, Ministry of Corporate Affairs, SEBI and other authorities, as may be applicable and as and when required;

(l) For appointment of any consultants, advocates, counsel, merchant bankers, valuers, auditors, registrar, scrutinizers, Company Secretary, Chartered Accountant and other professional, as may be required from time to time in relation to or in connection with the Scheme, on such terms and conditions as they may deem fit, finalize their fees, terms and conditions of their appointment or engagement, issue appointment letter(s), furnish such information as may be required by them and also to sign, execute and deliver all

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documents, letters, advertisements, announcements, disclosures, affidavits, undertakings and other related documents in favour of the concerned authorities, advocates or any one or more persons or firms as they may deem fit and to do all such acts, deeds and things as they may deem fit and as may be necessary in this regard;

(m) To declare and file all pleadings, reports and sign and issue public advertisements and notices as may required to give effect to the Scheme;

(n) For authorizing any person to represent the Company before the Registrar of Companies, Bangalore, Regional Director, Official Liquidator, the Tribunal and any other statutory authority, as and when required;

(o) To sign and issue consent letters/ affidavits in the capacity of a shareholder and/or creditor, with regard to the Scheme;

(p) To obtain copy of the order sanctioning the Scheme and filing it with the Registrar of Companies;

(q) To assent to and approve any alteration or modification to the Scheme which the Tribunal and/or any other regulatory/governmental authority or shareholder(s) or creditor(s) or any other competent authority may require or suggest or deem fit to impose or which such authorized person may otherwise deem necessary;

(r) To approve withdrawal (and where applicable, re-filing) of the Scheme at any stage in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, Tribunal and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, including to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory/ regulatory authority or as may be suo moto decided by the Board in its absolute discretion;

(s) To affix the common seal of the Company, if any, on such agreements, undertakings, deeds, documents, writings, etc., as may be required, (including on any modifications or amendments thereto as may be required from time to time), in connection with the purpose of the above resolutions, as may be required;

(t) To communicate with the depositories and enter into any documents/ applications/ papers as may be required to give effect to the Scheme and do such other things as may be required in this behalf;

(u) To incur, pay or authorize payments of stamp duty, taxes, charges, fees and such other expenses as may be necessary with regard to the above;

(v) To accept service of notices or other processes, which may from time to time be issued in connection with the matter aforesaid;

(w) To file requisite e-forms with the relevant Registrar of Companies in connection with the Scheme;

(x) To suitably inform, apply and/or represent before the central and/or state government(s) and/or local authorities, including but not limited to the sub-registrar of assurances, customs authorities, excise authorities, income tax authorities, goods and services tax authorities, employees' state insurance and provident fund authorities, telephone authorities, electricity authorities, postal authorities, and all other applicable authorities, agencies, etc., and/or to represent the Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns, memoranda, undertakings, declarations, deeds or documents and to take all required necessary steps and actions from time to time in the above connection, including registration of documents with the concerned sub-registrar of assurances;

Digitide Solutions Limited

(y) To consider, approve, sign and execute all other documents, advertisements, announcements, disclosures, etc. which may be sent/ required to be sent to the concerned authorities on behalf of the Company;

(z) To delegate all or any of the powers as contemplated aforesaid, as and when required, to any committee, officer, employee, consultant or any other person or agency, as they may deem fit, by way of letter of authority or power of attorney or otherwise;

(aa) To authorize the officers of the Company and/or any other persons to discuss, negotiate, finalize, execute, sign, submit and file all required documents, deeds of assignment/conveyance and any other deeds, documents, schemes, agreements, forms, returns, applications, letters, etc. including any modifications thereto, whether or not under the common seal of the Company, as may be required from time to time, and to do all such acts, deeds, matters and things as they may deem necessary and expedient at their absolute discretion in the above matters without any further approval of the Board; and

(bb) To do all such acts, deeds, matters and things, including the modification of the Scheme, whatsoever, as may be necessary and proper to give effect to the above resolutions.

RESOLVED FURTHER THAT without affecting the generality of the authorities given and in addition to the authorities given by the Board to the Authorized Signatories elsewhere in these resolutions, the Board hereby authorizes the constitution of a committee to be called the Demerger Committee comprising of Mr. Guruprasad Srinivasan, Mr. Kamal Pal Hoda and Ms. Ruchi Ahluwalia, directors of the Company, which committee shall be authorized to take all such actions and shall have all such authorities as have been given to the Authorized Signatories and as shall be required to give effect to the transactions contemplated elsewhere in these resolutions.

RESOLVED FURTHER THAT without affecting the generality of the authorities given and in addition to the authorities given by the Board to the Authorized Signatories and to the committee elsewhere in these resolutions, the Board hereby authorizes the Authorized Signatories acting jointly, to *inter alia* declare effectiveness of the Scheme.

RESOLVED FURTHER THAT the Authorized Signatories of the Company be and are hereby severally authorized to file the draft Scheme with the Stock Exchanges and make appropriate disclosures as may be required under the SEBI Scheme Circular and other applicable laws.

RESOLVED FURTHER THAT any action already taken by the abovementioned Directors/ Authorised Signatories and/or officers of the Company in relation to appointment of advisors, valuers, auditors, accountants, merchant bankers, escrow agent and such other entity(ies) for the Scheme be and is hereby approved and ratified.

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to give certified copies of the above resolutions."

//CERTIFIED TRUE COPY//

For Digitide Solutions Limited

Kamal Pal Hoda
Director
DIN: 09808793

Digitide Solutions Limited

Annexure 1C

Bluspring

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF BLUSPRING ENTERPRISES LIMITED ("COMPANY") AT ITS MEETING HELD ON SUNDAY, THE 25th DAY OF FEBRUARY, 2024 AT ITS REGISTERED OFFICE AT 3/3/2, SARJAPUR MAIN ROAD, BELLANDUR GATE, BANGALORE 560103.

To consider and approve the proposal of the draft composite scheme of arrangement between Quess Corp Limited ("**Demerged Company**"), Digitide Solutions Limited ("**Company**" or "**Resulting Company 1**") and Bluspring Enterprises Limited ("**Resulting Company 2**") and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Act (*defined below*) ("**Scheme**").

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended or re-enacted from time to time ("**Act**"), the master circular bearing no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 '*Master Circular on (i) Scheme of Arrangement by Listed Entities and (ii) Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957*' dated June 20, 2023, as amended from time to time or any other circulars issued by the Securities and Exchange Board of India ("**SEBI**") prescribing the compliance requirements for schemes of arrangement involving listed companies, in each case, as amended from time to time, (collectively, the "**SEBI Scheme Circular**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Section 2(19AA) and other relevant provisions of the Income-tax Act, 1961, and in accordance with the provisions of the memorandum of association and articles of association of Bluspring Enterprises Limited ("**Company**" or "**Resulting Company 2**"), and subject to *inter alia* (i) receipt of observation or no-objection letters from BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**" collectively with the BSE, the "**Stock Exchanges**") and SEBI, as may be required, (ii) the sanction by the National Company Law Tribunal, Bengaluru Bench ("**Tribunal**"), (iii) the approval of the shareholders, creditors and other classes of persons, as may be required, of the Companies (*as defined below*), (iv) such other approvals, consents, permissions, and/ or sanctions of any appropriate authority, body or institution, as may be required, and (v) such terms and conditions and modification(s), as may be imposed, prescribed or suggested by the appropriate statutory authorities, the draft composite scheme of arrangement between the Demerged Company, Company and Digitide Solutions Limited ("**Resulting Company 1**", and together with Resulting Company 2, the "**Resulting Companies**" and the Resulting Companies, together with the Demerged Company shall be referred to as the "**Companies**") and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Act ("**Scheme**"), placed before the board of directors of the Company ("**Board**") and initialed by the chairman for the purpose of identification, be and is hereby accepted and approved, which provides *inter alia* for the following:

(a) the demerger of Demerged Undertaking 1 (*as defined in the Scheme*) (comprising of the Transferred Business 1 (*as defined in the Scheme*)) into Resulting Company 1 and in consideration, the consequent issuance of equity shares by Resulting Company 1 to all the equity shareholders of the Demerged Company in accordance with the Share Entitlement Ratio 1 (*as defined below*); and

(b) the demerger of Demerged Undertaking 2 (*as defined in the Scheme*) (comprising of the Transferred Business 2 (*as defined in the Scheme*)) into Resulting Company 2 and in consideration, the consequent issuance of equity shares by Resulting Company 2 to all the equity shareholders of the Demerged Company in accordance with the Share Entitlement Ratio 2 (*as defined below*).

RESOLVED FURTHER THAT the certificate dated February 25, 2024 of M/s. Deloitte Haskins & Sells LLP (Firm No. 117366W/W-100018), the Statutory Auditors of the Demerged Company, confirming that the accounting treatment specified in the Scheme is in accordance with the applicable accounting standards prescribed under Section 133 of the Act, placed before the Board and initialed by the Chairman, be and is hereby approved.

Bluspring Enterprises Limited

RESOLVED FURTHER THAT the appointment of M/s Bansi S. Mehta Valuers LLP, Registered Valuer registered with the Insolvency and Bankruptcy Board of India (***IBBI Registration Number: IBBI/RV-E/06/2022/172***) as a valuer for the purpose of determining the Share Entitlement Ratio 1 and Share Entitlement Ratio 2 in connection with the proposed Scheme, be and is hereby ratified, and the share entitlement ratio report dated February 16, 2024 ("**Share Entitlement Ratio Report**") submitted by the aforesaid valuer placed before the Board and initialed by the chairman, be and is hereby approved and adopted.

RESOLVED FURTHER THAT the Board furnishes a report explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the Share Entitlement Ratio 1 and Share Entitlement Ratio 2 and specifying the valuation difficulties, if any, as required to be annexed to the notice and explanatory statement as per Section 232(2) of the Act, submitted before the meeting, duly initialed by the chairman ("**Board Report**"), which is hereby approved and adopted, and any member of the Board be and is hereby authorised to sign such report for submission to any person as may be required.

RESOLVED FURTHER THAT for the purposes of the Scheme, having considered, *inter alia*, the Share Entitlement Ratio Report, the Board does hereby approve the Share Entitlement Ratio 2 in respect of the demerger of Demerged Undertaking 2, comprising of Transferred Business 2 of the Demerged Company into Resulting Company 2, as defined below:

> *"For every 1 (one) equity share of face and paid-up value of Rs 10/- (Indian Rupees Ten only) each held in the Demerged Company, 1 (one) equity share of face and paid-up value of Rs. 10/- (Indian Rupees Ten only) each of Resulting Company 2 to be issued to the equity shareholders of the Demerged Company."* ("**Share Entitlement Ratio 2**")

RESOLVED FURTHER THAT in the opinion of the Board, the Scheme will be of advantage and be beneficial to the shareholders and other stakeholders of the Company, and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT Mr. Guruprasad Srinivasan., Mr. Kamal Pal Hoda, Ms. Ruchi Ahluwalia, Directors of the Company, Mr. Neeraj Manchanda, and Mr. Kundan K. Lal, Authorised Signatories of the Company ("**Authorized Signatories**") be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the said Scheme and to carry out such alterations in the said Scheme and assent or consent to such conditions as may be imposed by the shareholders and/or creditors of the Company and/or the Tribunal and/or other regulatory authorities, while sanctioning the said Scheme.

RESOLVED FURTHER THAT the Authorized Signatories of the Company be and are hereby severally authorized to take all necessary steps in the name of and on behalf of the Company in relation to the Scheme, including:

(a) To finalize and settle the draft Scheme, draft of the notices for convening/ dispensing with the meetings of the shareholders and/or creditors of the Company and the draft of the explanatory statements under Sections 230 to 232 and other applicable provisions under the Act, in terms of the directions of the Tribunal, and under the Listing Regulations and SEBI Scheme Circular, in terms of the directions of SEBI, in each case, to the extent applicable, and assent to such alterations, conditions and modifications, if any, to the Scheme as may be prescribed or imposed by the Tribunal and/or SEBI, as may be applicable or as they may consider necessary or desirable to give effect to the Scheme;

(b) To make such alterations and changes in the draft Scheme, as may be expedient or necessary or for satisfying the conditions/requirements imposed by the Tribunal, Stock Exchanges, SEBI and/or any other statutory/regulatory authorities, as may be required, provided that prior approval of the Board shall be obtained for making any material changes in the said draft Scheme as approved in this meeting;

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(c) To take steps for settlement of all doubts, difficulties or questions arising under the Scheme, whether by reason of any orders of the Tribunal or of any directive or orders of any statutory/regulatory authorities, under/ by virtue of the Scheme in relation to the arrangement contemplated in the Scheme and/ or matters concerning or connected therewith or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith, or to determine whether any asset, liability, employee, legal or other proceedings form part of Demerged Undertaking 1 or the Remaining Undertaking, as applicable, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those to the extent permissible under applicable law;

(d) To verify, sign, authenticate, deal, swear, affirm, declare, certify, make, enter into, acknowledge, undertake, record, and execute all applications, petitions, affidavits, vakalatnamas, forms, undertakings, resolutions, any instrument, proceeding, record and any other documents/submissions of the Company relating to the Scheme or as may be usual, necessary, proper or expedient under the applicable laws/regulations, including regulations prescribed by SEBI or under the Act in relation to the aforesaid matter and to represent the Company in all correspondences, matters and proceedings of any nature whatsoever in relation to the above;

(e) To sign and execute the report referred to under Section 232(2)(c) of the Act explaining the effect of the compromise on the key managerial personnel, promoter and non-promoter shareholders;

(f) For filing of application and holding/seeking dispensation from holding meeting of the shareholders and/ or creditors of the Company, as may be required to give effect to the Scheme, and as directed by the Tribunal;

(g) For conducting the meeting of the shareholders and/or creditors of the Company as directed by the Tribunal, signing and sending the notices and carry out all such other activities in relation to the meeting, if the same is not dispensed by the Tribunal;

(h) To form, wherever required, an irrevocable determinate trust under the Indian Trusts Act, 1882 for the purposes of holding any assets, liabilities, shares in case of fractional share entitlements or any other purpose pursuant to the Scheme;

(i) For filing of petition for sanction of the Scheme;

(j) To make appropriate applications, petitions and appeals to the competent authorities for obtaining approval(s) including in-principle approval(s) from such other authorities and parties including the statutory authorities, creditors, lenders, Tribunal, Stock Exchanges, financial institutions, shareholders, agencies, depositories, entities, etc. as may be considered necessary to the Scheme;

(k) For filing necessary deeds, documents, papers and submit or cause to be submitted necessary explanations, clarifications and submissions before the Regional Director, Registrar of Companies, Bangalore, Official Liquidator, Income-tax Department, Stock Exchanges, Competition Commission of India, Reserve Bank of India, Ministry of Corporate Affairs, SEBI and other authorities, as may be applicable and as and when required;

(l) For appointment of any consultants, advocates, counsel, merchant bankers, valuers, auditors, registrar, scrutinizers, Company Secretary, Chartered Accountant and other professional, as may be required from time to time in relation to or in connection with the Scheme, on such terms and conditions as they may deem fit, finalize their fees, terms and conditions of their appointment or engagement, issue appointment letter(s), furnish such information as may be required by them and also to sign, execute and deliver all

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documents, letters, advertisements, announcements, disclosures, affidavits, undertakings and other related documents in favour of the concerned authorities, advocates or any one or more persons or firms as they may deem fit and to do all such acts, deeds and things as they may deem fit and as may be necessary in this regard;

(m) To declare and file all pleadings, reports and sign and issue public advertisements and notices as may be required to give effect to the Scheme;

(n) For authorizing any person to represent the Company before the Registrar of Companies, Bangalore, Regional Director, Official Liquidator, the Tribunal and any other statutory authority, as and when required;

(o) To sign and issue consent letters/ affidavits in the capacity of a shareholder and/or creditor, with regard to the Scheme;

(p) To obtain copy of the order sanctioning the Scheme and filing it with the Registrar of Companies;

(q) To assent to and approve any alteration or modification to the Scheme which the Tribunal and/or any other regulatory/governmental authority or shareholder(s) or creditor(s) or any other competent authority may require or suggest or deem fit to impose or which such authorized person may otherwise deem necessary;

(r) To approve withdrawal (and where applicable, re-filing) of the Scheme at any stage in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, Tribunal and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, including to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory/ regulatory authority or as may be suo moto decided by the Board in its absolute discretion;

(s) To affix the common seal of the Company, if any, on such agreements, undertakings, deeds, documents, writings, etc., as may be required, (including on any modifications or amendments thereto as may be required from time to time), in connection with the purpose of the above resolutions, as may be required;

(t) To communicate with the depositories and enter into any documents/ applications/ papers as may be required to give effect to the Scheme and do such other things as may be required in this behalf;

(u) To incur, pay or authorize payments of stamp duty, taxes, charges, fees and such other expenses as may be necessary with regard to the above;

(v) To accept service of notices or other processes, which may from time to time be issued in connection with the matter aforesaid;

(w) To file requisite e-forms with the relevant Registrar of Companies in connection with the Scheme;

(x) To suitably inform, apply and/or represent before the central and/or state government(s) and/or local authorities, including but not limited to the sub-registrar of assurances, customs authorities, excise authorities, income tax authorities, goods and services tax authorities, employees' state insurance and provident fund authorities, telephone authorities, electricity authorities, postal authorities, and all other applicable authorities, agencies, etc., and/or to represent the Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns, memoranda, undertakings, declarations, deeds or documents and to take all required necessary steps and actions from time to time in the above connection, including registration of documents with the concerned sub-registrar of assurances;

(y) To consider, approve, sign and execute all other documents, advertisements, announcements, disclosures, etc. which may be sent/ required to be sent to the concerned authorities on behalf of the Company;

(z) To delegate all or any of the powers as contemplated aforesaid, as and when required, to any committee, officer, employee, consultant or any other person or agency, as they may deem fit, by way of letter of authority or power of attorney or otherwise;

(aa) To authorize the officers of the Company and/or any other persons to discuss, negotiate, finalize, execute, sign, submit and file all required documents, deeds of assignment/conveyance and any other deeds, documents, schemes, agreements, forms, returns, applications, letters, etc. including any modifications thereto, whether or not under the common seal of the Company, as may be required from time to time, and to do all such acts, deeds, matters and things as they may deem necessary and expedient at their absolute discretion in the above matters without any further approval of the Board; and

(bb) To do all such acts, deeds, matters and things, including the modification of the Scheme, whatsoever, as may be necessary and proper to give effect to the above resolutions.

RESOLVED FURTHER THAT without affecting the generality of the authorities given and in addition to the authorities given by the Board to the Authorized Signatories elsewhere in these resolutions, the Board hereby authorizes the constitution of a committee to be called the Demerger Committee comprising of Mr. Guruprasad Srinivasan, Mr. Kamal Pal Hoda and Ms. Ruchi Ahluwalia, directors of the Company, which committee shall be authorized to take all such actions and shall have all such authorities as have been given to the Authorized Signatories and as shall be required to give effect to the transactions contemplated elsewhere in these resolutions.

RESOLVED FURTHER THAT without affecting the generality of the authorities given and in addition to the authorities given by the Board to the Authorized Signatories and to the committee elsewhere in these resolutions, the Board hereby authorizes the Authorized Signatories acting jointly, to *inter alia* declare effectiveness of the Scheme.

RESOLVED FURTHER THAT the Authorized Signatories of the Company be and are hereby severally authorized to file the draft Scheme with the Stock Exchanges and make appropriate disclosures as may be required under the SEBI Scheme Circular and other applicable laws.

RESOLVED FURTHER THAT any action already taken by the abovementioned Directors/ Authorised Signatories and/or officers of the Company in relation to appointment of advisors, valuers, auditors, accountants, merchant bankers, escrow agent and such other entity(ies) for the Scheme be and is hereby approved and ratified.

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to give certified copies of the above resolutions."

//CERTIFIED TRUE COPY//

For Bluspring Enterprises Limited

Kamal Pal Hoda
Director
DIN: 09808793

Bluspring Enterprises Limited